

AMENDMENT TO TRANSFER AGREEMENT

RECORDATION NO. 7891-14 Filed & Recorded

AUG 11 1975-9 10 AM

Mercantile-Safe Deposit and Trust Company, as Agent
Two Hopkins Plaza
Baltimore, Maryland 21203

INTERSTATE COMMERCE COMMISSION

We have entered into a Transfer Agreement dated December 15, 1974 (Transfer Agreement) which was filed and recorded with the Interstate Commerce Commission on April 15, 1975 (Interstate Commerce Commission) and assigned Recordation No. 7891. Attached as Annex I thereto was a description and the road numbers of the equipment to be reconstructed. Not all of the equipment originally proposed to be constructed as set forth in Annex I of the Transfer Agreement have been delivered for reconstruction. It is now desired to amend Annex I of the Transfer Agreement to release from the terms and provisions of the Transfer Agreement the equipment bearing the following road numbers:

L&N	8848	L&N	92458	MON	543
	8946		92591		681
	8983		97952		841
	9718		98022		894
	9782		98409		991
	9825		98483		892
	9846		100753		
	9847		102063		
	9854		108257		
	9861		108512		
	9883		108551		
	9925		108584		
	9945		108599		
	9956		108605		
	12575		108635		
	28899		108677		
	28942		108714		
	38661		108754		
	38957		151994		
	46180		152980		
	46678		153226		
	48535		154853		
	48614		155545		
	48774		170621		
	73259		171176-		
	73997		171839		
	74551		175034		
	74868		188545		
	92369				

and to substitute therefor other equipment of the same description bearing the following road numbers, respectively:

L&N	8786	L&N	92452	MON	611
	8821		92565		922
	8963		97906		797
	9800		98009		921
	9802		98340		985
	9814		98517		860
	9823		100780		
	9812		102008		
	9839		108428		
	9841		108500		
	9875		108507		
	9928		108547		
	9937		108637		
	9945		108671		
	12566		108683		
	28895		108707		
	28939		108721		
	38715		108757		
	38974		150629		
	46137		152654		
	46625		153575		
	48664		154776		
	48818		155015		
	48739		170384		
	<u>74226</u>		171374		
	<u>73771</u>		171635		
	<u>74681</u>		175004		
	<u>74468</u>		188507		
	<u>92146</u>				

It is agreed to file this agreement with the Interstate Commerce Commission in accordance with the terms of the Transfer Agreement, and accept as hereby amended, the Transfer Agreement remains unaltered and in full force and effect.

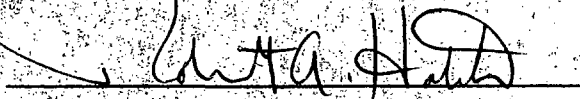
If the foregoing is in accordance with your understanding, please sign a copy of this letter in the space provided and return it to the undersigned, whereupon this letter shall become a valid and binding agreement between us as of the date of the Transfer Agreement.

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION, as Trustee

By 

(Corporate Seal)

ATTEST:



ACCEPTED:

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY,
as Agent

By


ASSISTANT VICE PRESIDENT

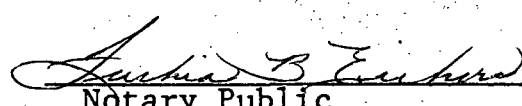
(Corporate Seal)

ATTEST:


CORPORATE TRUST OFFICER

STATE OF UTAH)
) SS:
COUNTY OF SALT LAKE)

On this 1st day of August, 1975, before me personally appeared Robert S. Clark, to me personally know, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

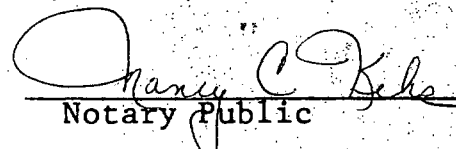

Notary Public

My commission expires 11-11-75.

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

On this 4th day of August, 1975, before me personally appeared G. J. Johnston, to me personally know, who being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and each of whom acknowledge that the execution of the foregoing instrument was a free act and deed of said corporation.

I WAS COMMISSIONED AS
NANCY C. SCHMIDT


Notary Public

My commission expires JUL 1 1978.